

BURLINGTON NORTHERN INC. EQUIPMENT TRUST OF 1971, SERIES 3

RECORDATION NO. 6432-E Filed & Recorded

Supplemental Lease of Equipment

APR 6 1976 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

AGREEMENT dated as of the 1st day of March, 1976,
between CITIBANK, N.A. (formerly First National City Bank), a
national banking association duly organized and existing under
the laws of the United States of America (hereinafter called
the "Trustee"), party of the first part, and BURLINGTON
NORTHERN INC., a corporation duly organized and existing under
the laws of the State of Delaware (hereinafter called the
"Company"), party of the second part,

WHEREAS, by a certain Equipment Trust Agreement
dated as of December 1, 1971, executed by First National City
Bank, Trustee, and the Company, there was established "Bur-
lington Northern Inc. Equipment Trust of 1971, Series 3"; and

WHEREAS, by the terms of Article Five of said
Equipment Trust Agreement, the Trustee did lease to the
Company the railroad equipment described in Schedule A to
said Equipment Trust Agreement; and

WHEREAS, certain of the cars included in the
railroad equipment so described have been destroyed by ac-
cident and the Company pursuant to Section 5.07 of said
Equipment Trust Agreement, pending replacement of such
destroyed equipment, has deposited, in cash, with the Trustee
the fair value as of the date of destruction of the trust
equipment destroyed; and

WHEREAS, the Trustee, at the request of the Company, using the cash so deposited by the Company to the extent that the same is sufficient for that purpose, has purchased from Pacific Car and Foundry Company for replacement of said destroyed equipment two (2) insulated box cars bearing Burlington Northern road Nos. 747429 and 747430; and

WHEREAS, pursuant to Section 5.07 of said Equipment Trust Agreement, the parties desire to subject said insulated box cars to the terms and conditions of said Equipment Trust Agreement;

NOW, THEREFORE, it is agreed:

1. That pursuant to the provisions of Article Five of said Equipment Trust Agreement dated the 1st day of December, 1971, the Trustee has let and leased, and does hereby let and lease, to the Company said two (2) insulated box cars bearing Burlington Northern road Nos. 747429 and 747430 under and subject to all the terms and conditions of said Equipment Trust Agreement dated the 1st day of December, 1971, and the Company does hereby agree to accept delivery and possession of said insulated box cars thereunder.

2. Said cars Nos. 747429 and 747430 shall be deemed to be a portion of the trust equipment leased by the Trustee to the Company in all respects as if the same had been so delivered to the Company simultaneously with the execution and delivery of said Equipment Trust Agreement,

and shall be subject to all the terms and conditions of that certain Equipment Trust Agreement dated December 1, 1971, among Burlington Northern Inc. and First National City Bank, Trustee.

3. It is understood and agreed that except as otherwise provided in said Equipment Trust Agreement, dated December 1, 1971, the title to and ownership of said cars Nos. 747429 and 747430 shall be reserved to and remain in the Trustee, notwithstanding the delivery of the same to and the possession and use thereof by the Company.

4. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Lease or the due execution hereof by the Company or for or in respect of the correctness of the recitals of fact contained herein, which recitals are made by the Company.

5. This Supplemental Lease may be executed simultaneously, or from time to time, in several counterparts and each counterpart shall constitute a complete original instrument, and it shall not be necessary in making proof of this Supplemental Lease or any counterpart hereof to produce or account for any of the other counterparts.

IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporate authority, have caused these

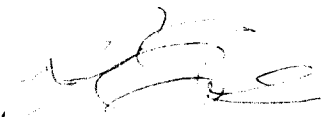
presents to be signed and their respective corporate names
and their respective corporate seals to be affixed hereto
and attested, as of the day and year first above written.

CITIBANK, N.A., as Trustee


By 
SENIOR Trust Officer

(SEAL)

ATTEST:


Assistant Cashier
TRUST COMPANY

BURLINGTON NORTHERN INC.

By 
Vice President

(SEAL)

ATTEST:


Assistant Secretary

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 31st day of MARCH, 1976, before me personally appeared ROBERT J. DE, to me personally known, who being by me duly sworn, says that he is a SENIOR Trust Officer of Citibank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Caroline Mills

(SEAL)

CAROLINE MILLS
Notary Public, State of New York
No. 00-7887550
Resides in Richmond County
City of New York
Term Expires March 30, 1978

STATE OF MINNESOTA)
) SS
COUNTY OF RAMSEY)

On this 11th day of March, 1976, before me personally appeared *W. K. BUSH*, to me personally known, who being by me duly sworn, says that he is a Vice President of Burlington Northern Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

RICHARD J. WOOLFE
RICHARD E. HUBB
RAMSEY COUNTY
My commission expires Apr. 30, 1977